

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

GARY CINOTTO, derivatively on behalf of
CITIGROUP INC.,

Plaintiff,

v.

CHARLES PRINCE, C. MICHAEL ARMSTRONG,
ALAIN J.P. BELDA, GEORGE DAVID, JOHN M.
DUETCH, ROBERT O. HERNANDEZ RAMIREZ,
ANDREW LIVERIS, ANNE M. MULCAHY, RICHARD
D. PARSONS, JUDITH RODIN, ROBERT E. RUBIN,
ROBERT L. RYAN, FRANKLIN A. THOMAS,

Defendants,

CITIGROUP INC.,

Nominal Defendant.

No. 07 Civ. 9900 (SHS)

ECF Case

**STIPULATION AND PROPOSED ORDER REGARDING DEFENDANTS'
TIME TO ANSWER OR OTHERWISE RESPOND TO COMPLAINT**

WHEREAS the parties expect that an amended complaint will be filed;

IT IS STIPULATED AND AGREED by and among the undersigned counsel for the parties that defendants shall have no obligation to answer, move against, or otherwise respond to the initial complaint in this action;

IT IS FURTHER STIPULATED AND AGREED that, upon the filing of an amended complaint: (a) defendants shall have sixty days to answer, move against, or otherwise respond; (b) papers opposing any motion to dismiss filed by defendants shall be filed within thirty days thereafter; and (c) defendants shall have an additional thirty days to file a reply to any such opposition; and

IT IS FURTHER STIPULATED AND AGREED that nothing herein shall be deemed to constitute a waiver of any defenses in this action. Defendants reserve all arguments and defenses.

The parties have not previously requested any extensions of time in this case.

Dated: New York, New York
December 10, 2007

WACHTELL, LIPTON, ROSEN & KATZ

By: 

Lawrence B. Pedowitz (LP 9718)

George T. Conway III (GC 3181)

Jonathan M. Moses (JM 9049)

John F. Lynch (JL 6661)

51 West 52nd Street

New York, New York 10019-6150

Telephone: (212) 403-1000

Facsimile: (212) 403-2000

Attorneys for defendants

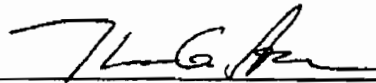
PAUL, WEISS, RIFKIND, WHARTON &
GARRISON LLP

By: 
Brad S. Karp (BK 7702)

Richard A. Rosen (RR 5132)
Lewis R. Clayton (LC 7207)
1285 Avenue of the Americas
New York, New York 10019-6064
Telephone: (212) 373-3000
Facsimile: (212) 492-3990

Attorneys for defendants

LAW OFFICES OF THOMAS G. AMON

By: 
Thomas G. Amon (TA 1515)

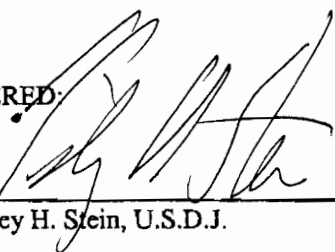
500 Fifth Avenue, Suite 1650
New York, New York 10110
Telephone: (212) 810-2430
Facsimile: (212) 810-2427

Of Counsel:

JOHNSON BOTTINI, LLP
Frank J. Johnson
Francis A. Bottini, Jr.
655 West Broadway, Suite 1400
San Diego, California 92101
Telephone: (619) 230-0063
Facsimile: (619) 233-5535

Attorneys for plaintiff

SO ORDERED:


Hon. Sidney H. Stein, U.S.D.J.